

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

|                                    |   |                                                    |
|------------------------------------|---|----------------------------------------------------|
| In re:                             | ) | Chapter 11                                         |
|                                    | ) |                                                    |
| W. R. GRACE & CO., <u>et al.</u> , | ) | Case No. 01-01139 (JKF)                            |
|                                    | ) | (Jointly Administered)                             |
| Debtors.                           | ) |                                                    |
|                                    | ) | <b>Re: Docket Nos. 18501, 18642, 18735, 19313,</b> |
|                                    | ) | <b>19314, 19366</b>                                |
|                                    |   | <b>9/2/08 Agenda Item No. 1</b>                    |

**CERTIFICATION OF COUNSEL REGARDING ORDER DENYING MOTION OF  
MIAN REALTY, LLC FOR ENTRY OF ORDER DECLARING THAT THE  
AUTOMATIC STAY DOES NOT APPLY TO FILING OF ITS PROPOSED THIRD  
PARTY COMPLAINT AGAINST DEBTOR; AND DEBTOR'S OBLIGATION TO  
CLEANUP CERTAIN REAL PROPERTY DOES NOT CONSTITUTE A CLAIM  
UNDER THE BANKRUPTCY CODE**

1. On September 2, 2008, the Court heard the Motion of Mian Realty, LLC For Entry of Order Declaring that the Automatic Stay Does Not Apply to Filing of Its Proposed Third Party Complaint Against Debtor; and Debtor's Obligation to Cleanup Certain Real Property Does Not Constitute a Claim Under the Bankruptcy Code (the "Motion") (Docket No.18501).

2. Due and proper notice of the Motion was given. The Debtors filed an objection (Docket No. 18735) on May 16, 2008. The Debtors filed a supplemental response and objection (Docket No. 19313) on August 14, 2008. On August 22, 2008, Mian Realty, LLC ("Mian") filed a reply (Docket No. 19366) to the Debtors' supplemental response and objection.

3. The Court reviewed the Motion, the Debtors' objections, Mian's reply, and considered the arguments of counsel at the hearing.

4. The attached order denying the Motion reflects the ruling of the Court as stated on the record at the September 2, 2008 hearing and is being submitted at the request of the Court for entry.

5. Counsel for Mian has reviewed the attached order and agrees that it accurately reflects the Court's ruling.

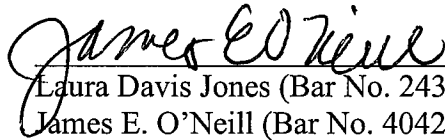
6. As a result, the Debtors hereby request entry of the attached order.

Dated: September 5, 2008

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